

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name National Merchandising Services, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 46-1166660

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
-----------------------------	--

3773 Howard Hughes Pkwy.
Ste. 5005
Las Vegas, NV 89169-6014

Number, Street, City, State & ZIP Code

Clark

County

350 Stonewall Ave. W
Fayetteville, GA 30214

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.natlm.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **National Merchandising Services, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☒ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **National Merchandising Services, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☐ 200-999☒ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☒ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor National Merchandising Services, LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8/10/2019
MM / DD / YYYYX Edward S. Burdekin
Signature of authorized representative of debtorEdward S. Burdekin
Printed nameTitle President & CEO**18. Signature of attorney**X [Signature]
Signature of attorney for debtorDate 8/10/2019
MM / DD / YYYYWilliam M. Noall
Printed nameGarman Turner Gordon LLP
Firm name650 White Drive, Ste. 100
Las Vegas, NV 89119
Number, Street, City, State & ZIP CodeContact phone 725-777-3000

Email address _____

3549 NV
Bar number and State

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF NATIONAL MERCHANDISING SERVICES, LLC a Nevada limited liability
company**

RESOLVED, that in the judgment of the Board of Directors, and after consultation with legal counsel, it is desirable and in the best interest of National Merchandising Services, LLC, a Nevada limited liability company (the "Company"), that the Company commence a chapter 11 case (the "Chapter 11 Case") by filing a voluntary petition for relief under the provisions of chapter 11 of title 11, of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court"); and it is

FURTHER RESOLVED, that the President of the Company, Edward S. Burdekin (the "Authorized Person") is hereby authorized and empowered to execute and verify or certify on behalf of, and in the name of, the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause appropriate documents to be filed in the Bankruptcy Court, and any declarations, affidavits, forms, schedules, lists, applications or any other pleadings or documents which are necessary or appropriate to file the voluntary petition; and it is

FURTHER RESOLVED, that the Authorized Person (hereinafter the "Responsible Person"), shall be designated as the responsible person in the Company's Chapter 11 bankruptcy case pursuant to Fed. R. Bankr. P. 9001(5), and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with the Chapter 11 Case; and it is

FURTHER RESOLVED, that the Responsible Person be, and hereby is, authorized and empowered to execute on behalf of, and in the name of, the Company any and all plans or reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Responsible Person executing the same shall determine; and it is

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, the Responsible Person shall be and hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and file all first-day pleadings, papers and related documents on such terms and conditions as such Responsible Person executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is

FURTHER RESOLVED, that the law firm of Garman Turner Gordon LLP, is hereby employed as general bankruptcy counsel for the Company upon such terms and conditions as the Responsible Person shall approve, to render legal services to, and to represent, the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval, and in connection therewith, the Responsible Person is hereby authorized and directed to execute appropriate retention agreements and pay appropriate retainers prior to and immediately upon the filing of the

Chapter 11 Case and cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and it is

FURTHER RESOLVED, that the Responsible Person is hereby authorized to employ and retain on behalf of the Company such other professionals as he deems necessary or appropriate upon such terms and conditions as the Responsible Person shall approve, to provide services to the Company as may be requested by the Responsible Person in connection with the Chapter 11 Case and with respect to other related matters, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED, that the Responsible Person be, and hereby is, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by the Responsible Person, including under debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, such affairs of the Company, is hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Responsible Person is authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by officers or the Manager of the Company to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code or in any other connection with the Chapter 11 Case of the Company, or any matter related thereto, or by virtue of these resolutions, be, and hereby are, in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of August 10, 2019 at 4:00 p.m. Pacific Time.

By: <u>Edward S. Burdekin</u> Name: Edward S. Burdekin Its: President and Director	By: <u>Andrea H. Burdekin</u> Name: Andrea H. Burdekin Its: Director
By: <u>[Signature]</u> Name: James Segreto Its: Director	By: _____ Name: Christiaan Olivier Its: Director

Chapter 11 Case and cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and it is


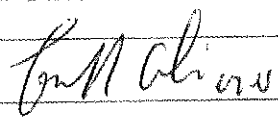
FURTHER RESOLVED, that the Responsible Person is hereby authorized to employ and retain on behalf of the Company such other professionals as he deems necessary or appropriate upon such terms and conditions as the Responsible Person shall approve, to provide services to the Company as may be requested by the Responsible Person in connection with the Chapter 11 Case and with respect to other related matters, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED, that the Responsible Person be, and hereby is, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by the Responsible Person, including under debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, such affairs of the Company, is hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Responsible Person is authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by officers or the Manager of the Company to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code or in any other connection with the Chapter 11 Case of the Company, or any matter related thereto, or by virtue of these resolutions, be, and hereby are, in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of August 10, 2019 at 4:00 p.m. Pacific Time.

By: _____ Name: Edward S. Burdekin Its: President and Director	By: _____ Name: Andrea H. Burdekin Its: Director
By:  _____ Name: James Segreto Its: Director	By:  _____ Name: Christiaan Olivier Its: Director

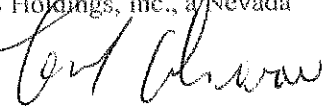
**UNANIMOUS CONSENT OF THE MEMBERS OF NATIONAL MERCHANDISING
SERVICES, LLC, A NEVADA LIMITED LIABILITY COMPANY**

The undersigned members of National Merchandising Services, LLC, a Nevada limited liability company (the "Company") own 100% of the interest of the Company and hereby consent to the Company commencing a chapter 11 bankruptcy case and all other action authorized in the *Action By Unanimous Written Consent Of The Board Of Directors Of National Merchandising Services, LLC A Nevada Limited Liability Company* set forth above.

National Merchandising of America, Inc., a Georgia corporation	SPAR NMS Holdings, Inc., a Nevada corporation
By: <u>Andrea H. Burdekin</u>	By: _____
Name: Andrea H. Burdekin Its: President	Name: Chris Olivier Its: President

**UNANIMOUS CONSENT OF THE MEMBERS OF NATIONAL MERCHANDISING
SERVICES, LLC, A NEVADA LIMITED LIABILITY COMPANY**

The undersigned members of National Merchandising Services, LLC, a Nevada limited liability company (the "Company") own 100% of the interest of the Company and hereby consent to the Company commencing a chapter 11 bankruptcy case and all other action authorized in the *Action By Unanimous Written Consent Of The Board Of Directors Of National Merchandising Services, LLC A Nevada Limited Liability Company* set forth above.

<p>National Merchandising of America, Inc., a Georgia corporation</p> <p>By: _____</p> <p>Name: Andrea H. Burdekin Its: President</p>	<p>SPAR NMS Holdings, Inc., a Nevada corporation</p> <p>By:  _____</p> <p>Name: Chris Olivier Its: President</p>
---	--

1 GARMAN TURNER GORDON LLP
2 WILLIAM M. NOALL
3 Nevada Bar No. 3549
4 E-mail: wnoall@gtg.legal
5 GABRIELLE A. HAMM
6 Nevada Bar No. 11588
7 E-mail: ghamm@gtg.legal
8 650 White Drive, Suite 100
9 Las Vegas, Nevada 89119
10 Telephone (725) 777-3000
11 Facsimile (725) 777-3112
12 *[Proposed] Attorneys for Debtor*

8 **UNITED STATES BANKRUPTCY COURT**
9 **FOR THE DISTRICT OF NEVADA**

10 In re:
11 NATIONAL MERCHANDISING SERVICES,
12 LLC,
13 Debtor.

Case No.:
Chapter 11

14 **DECLARATION OF EDWARD S. BURDEKIN IN SUPPORT OF VOLUNTARY**
15 **PETITION OF NATIONAL MERCHANDISING SERVICES, LLC**

16 I, Edward S. Burdekin, declare as follows pursuant to 28 U.S.C. § 1746:

17 1. I am over the age of eighteen, mentally competent, and have never been convicted
18 of a felony or of any crime involving moral turpitude.

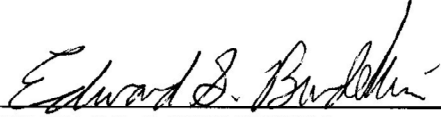
19 2. I am the President and CEO of National Merchandising Services, LLC, a Nevada
20 limited liability company ("NMS"). In that capacity, I have personal knowledge of the facts set
forth in this Declaration and if called upon to testify, could and would testify consistently herewith.

21 3. Attached hereto are NMS's most recent balance sheet, income statement, and
22 Federal tax return, as required by 11 U.S.C. § 1116(1).

23 4. NMS does not prepare a cash-flow statement in the ordinary course of its business.
Further, NMS has not yet filed its 2018 tax return.

24 I declare under penalty of perjury of the laws of the United States that the foregoing is true
25 and correct to the best of my knowledge, information, and belief.

26 DATED August 10, 2019.

27 
EDWARD S. BURDEKIN

NATIONAL MERCHANDISING SERVICES, LLC
BALANCE SHEET
JUNE 30, 2019

ASSETS

CURRENT ASSETS		
CHASE CHECKING	\$	272,597.18
EMPLOYEE LOANS		4,200.19
PREPAID CONTRACTOR PAYMENT		57,034.36
ACCOUNTS RECEIVABLE		2,140,966.12
WORK COMPLETE NOT INVOICED		10,905.45
ALLOWANCE FOR BAD DEBT		(237,421.09)
		<hr/>
TOTAL CURRENT ASSETS		2,248,282.21
PROPERTY AND EQUIPMENT		
MACHINERY & EQUIPMENT		85,145.72
VAN		4,873.00
ACCUMULATED DEPRECIATION		(21,208.09)
		<hr/>
TOTAL PROPERTY AND EQUIPMENT		68,810.63
OTHER ASSETS		<hr/>
TOTAL OTHER ASSETS		<hr/> 0.00
TOTAL ASSETS	\$	<hr/> <hr/> 2,317,092.84

LIABILITIES AND CAPITAL

CURRENT LIABILITIES		
ACCOUNTS PAYABLE	\$	261,124.52
TAXES PAYABLE		(3,989.35)
401 (K) PAYABLE		24,400.99
EMPLOYEE INSURANCE PAYABLE		9,147.81
		<hr/>
TOTAL CURRENT LIABILITIES		290,683.97
LONG-TERM LIABILITIES		<hr/>
TOTAL LONG-TERM LIABILITIES		<hr/> 0.00
TOTAL LIABILITIES		290,683.97
CAPITAL		
PARTNERS' CONTRIBUTION		1,000.00
BEGINNING EQUITY		1,766,060.51
NET INCOME		259,348.36
		<hr/>
TOTAL CAPITAL		<hr/> 2,026,408.87
TOTAL LIABILITIES & CAPITAL	\$	<hr/> <hr/> 2,317,092.84

NATIONAL MERCHANDISING SERVICES, LLC
INCOME STATEMENT
FOR THE SIX MONTHS ENDING JUNE 30, 2019

	April to June		Year to Date	
REVENUES				
SERVICES	\$	2,210,866.57	100.00	\$ 4,000,677.61 100.00
TOTAL REVENUES		2,210,866.57	100.00	4,000,677.61 100.00
COST OF SALES				
CONTRACT LABOR		1,437,239.26	65.01	2,616,252.10 65.40
INSURANCE-JOB COST WORKERS		85,732.79	3.88	153,752.76 3.84
JOB COST-DIRECT FIELD WAGES		17,150.25	0.78	29,109.06 0.73
EQUIPMENT RENTAL JOB COST		130,051.54	5.88	233,376.64 5.83
TRAVEL DIRECT JOB COSTS		220,003.69	9.95	374,931.17 9.37
TOTAL COST OF SALES		1,890,177.53	85.49	3,407,421.73 85.17
GROSS PROFIT		320,689.04	14.51	593,255.88 14.83
EXPENSES				
SALARIES-OFFICER		31,249.97	1.41	62,499.97 1.56
WAGES-EMPLOYEES		91,360.66	4.13	161,765.10 4.04
EMPLOYER'S FICA TAX EXPENSE		10,668.03	0.48	19,211.94 0.48
FEDERAL UNEMP. TAX EXPENSE		79.31	0.00	473.99 0.01
STATE UNEMP. TAX EXPENSE		7.42	0.00	683.25 0.02
ACCOUNTING EXPENSE		192.67	0.01	911.87 0.02
AUTO & TRUCK EXPENSE		3,235.86	0.15	4,351.09 0.11
ADVERTISING EXPENSE		2,143.43	0.10	8,909.35 0.22
BANK CHARGES		874.02	0.04	1,127.86 0.03
DEPRECIATION EXPENSE		3,225.78	0.15	6,304.09 0.16
MEALS & ENTERTAINMENT		38.94	0.00	180.22 0.00
INSURANCE		3,896.62	0.18	10,536.92 0.26
LAWN CARE		100.00	0.00	100.00 0.00
LICENSES, TAXES, & PERMITS		79.36	0.00	4,386.61 0.11
OFFICE EXPENSE		1,371.92	0.06	4,422.69 0.11
POSTAGE & SHIPPING		1,630.13	0.07	3,181.78 0.08
RENT EXPENSE		6,000.00	0.27	12,000.00 0.30
SOFTWARE EXPENSE		894.00	0.04	1,072.99 0.03
SUPPLIES		10,126.54	0.46	16,883.15 0.42
TELEPHONE & PAGER EXPENSE		1,054.63	0.05	3,071.87 0.08
TRAVEL		110.00	0.00	218.21 0.01
UNIFORM EXPENSE		3,758.40	0.17	6,393.40 0.16
UTILITIES		1,075.41	0.05	2,666.54 0.07
LOSS ON DISPOSITION		(443.72)	(0.02)	2,554.63 0.06
TOTAL EXPENSES		172,729.38	7.81	333,907.52 8.35
NET INCOME	\$	147,959.66	6.69	\$ 259,348.36 6.48

Form 1065 Department of the Treasury Internal Revenue Service	U.S. Return of Partnership Income For calendar year 2017, or tax year beginning _____, ending _____ ► Go to www.irs.gov/Form1065 for instructions and the latest information.	OMB No. 1545-0123 <div style="font-size: 2em; font-weight: bold;">2017</div>															
A Principal business activity <u>Merchandising</u> B Principal product or service <u>Service</u> C Business code number <u>541800</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td rowspan="5" style="width:5%; text-align: center; vertical-align: middle;">Type or Print</td> <td colspan="3">Name of partnership National Merchandising Services LLC</td> </tr> <tr> <td colspan="3">Number, street, and room or suite no. If a P.O. box, see the instructions. 350 Stonewall Avenue West</td> </tr> <tr> <td>City or town Fayetteville</td> <td>State GA</td> <td>ZIP code 30214</td> </tr> <tr> <td colspan="2">Foreign country name</td> <td>Foreign province/state/county</td> </tr> <tr> <td colspan="2">Foreign postal code</td> </tr> </table>	Type or Print	Name of partnership National Merchandising Services LLC			Number, street, and room or suite no. If a P.O. box, see the instructions. 350 Stonewall Avenue West			City or town Fayetteville	State GA	ZIP code 30214	Foreign country name		Foreign province/state/county	Foreign postal code		D Employer identification number <u>46-1166660</u> E Date business started <u>9/1/2012</u> F Total assets (see the instructions) \$ <u>1,611,302</u>
Type or Print	Name of partnership National Merchandising Services LLC																
	Number, street, and room or suite no. If a P.O. box, see the instructions. 350 Stonewall Avenue West																
	City or town Fayetteville		State GA	ZIP code 30214													
	Foreign country name		Foreign province/state/county														
	Foreign postal code																

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return
 (6) ☐ Technical termination - also check (1) or (2)

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) _____

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year _____

J Check if Schedules C and M-3 are attached ☐

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a	3,083,567		
	b Returns and allowances	1b			
	c Balance. Subtract line 1b from line 1a			1c	3,083,567
	2 Cost of goods sold (attach Form 1125-A)			2	2,401,016
	3 Gross profit. Subtract line 2 from line 1c			3	682,551
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6	
Deductions <small>(see the instructions for limitations)</small>	7 Other income (loss) (attach statement)			7	
	8 Total income (loss). Combine lines 3 through 7			8	682,551
	9 Salaries and wages (other than to partners) (less employment credits)			9	227,740
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	932
	12 Bad debts			12	102,354
	13 Rent			13	24,600
	14 Taxes and licenses			14	22,051
	15 Interest			15	
	16a Depreciation (if required, attach Form 4562)	16a	288		
	b Less depreciation reported on Form 1125-A and elsewhere on return.	16b		16c	288
	17 Depletion (Do not deduct oil and gas depletion.)			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	
20 Other deductions (attach statement)			20	98,463	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	476,428	
22 Ordinary business income (loss). Subtract line 21 from line 8			22	206,123	

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.			<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No </div>	
	Signature of partner or limited liability company member	Date <u>9/14/2018</u>			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature SELF-PREPARED RETURN	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	
	City	State	ZIP code		

For Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2017)

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:	Yes	No
a <input type="checkbox"/> Domestic general partnership		
b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership		
f <input type="checkbox"/> Other ►		
2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person?	X	
3 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
4 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
6 Does the partnership satisfy all four of the following conditions?		
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3		X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
10 At any time during calendar year 2017, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country. ►		X

Schedule B Other Information (continued)

	Yes	No
11 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
14 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
15 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ▶		
16 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ▶ 0		X
17 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ▶ 0		
18a Did you make any payments in 2017 that would require you to file Form(s) 1099? See instructions	X	
b If "Yes," did you or will you file required Form(s) 1099?	X	
19 Enter the number of Form(s) 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return. ▶ 0		
20 Enter the number of partners that are foreign governments under section 892. ▶ 0		
21 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
22 Was the partnership a specified domestic entity required to file Form 8938 for the tax year (See the Instructions for Form 8938)?		X

Designation of Tax Matters Partner (see instructions)

Enter below the general partner or member-manager designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP	National Merchandising of America Inc.	Identifying number of TMP	20-4807487
If the TMP is an entity, name of TMP representative	Edward S. Burdekin	Phone number of TMP	(770) 715-1153
Address of designated TMP	350 Stonewall Avenue West Fayetteville	GA	30214

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	206,123
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	0
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss)	9b	
	c Unrecaptured section 1250 gain (attach statement)	9c	
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ▶ e General category ▶ f Other ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other ▶	16k	
	l Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l	
m Reduction in taxes available for credit (attach statement)	16m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	-49
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties—gross income	17d	
	e Oil, gas, and geothermal properties—deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	17
	19a Distributions of cash and marketable securities	19a	200,000
	b Distributions of other property	19b	
	20a Investment income	20a	
	b Investment expenses	20b	
c Other items and amounts (attach statement)			

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l						1	206,123
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners	206,123						

Schedule L Balance Sheets per Books

		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			13,926		576,183
2a Trade notes and accounts receivable		2,287,140		1,197,659	
b Less allowance for bad debts		83,630	2,203,510	183,806	1,013,853
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)			15,009		18,922
7a Loans to partners (or persons related to partners)					
b Mortgage and real estate loans					
8 Other investments (attach statement)					
9a Buildings and other depreciable assets		22,676		22,676	
b Less accumulated depreciation		22,244	432	22,532	144
10a Depletable assets					
b Less accumulated depletion			0		0
11 Land (net of any amortization)					
12a Intangible assets (amortizable only)					
b Less accumulated amortization			0		0
13 Other assets (attach statement)			12,200		2,200
14 Total assets			2,245,077		1,611,302
Liabilities and Capital					
15 Accounts payable			102,251		20,720
16 Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach statement)					
18 All nonrecourse loans					
19a Loans from partners (or persons related to partners)			558,350		
b Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)					
21 Partners' capital accounts			1,584,476		1,590,582
22 Total liabilities and capital			2,245,077		1,611,302

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. The partnership may be required to file Schedule M-3 (see instructions).

1 Net income (loss) per books	206,106	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):	0	a Tax-exempt interest \$	0
3 Guaranteed payments (other than health insurance)	0	7 Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	0
a Depreciation \$		8 Add lines 6 and 7	0
b Travel and entertainment \$ 17	17	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	206,123
5 Add lines 1 through 4	206,123		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	1,584,476	6 Distributions: a Cash	200,000
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	206,106	8 Add lines 6 and 7	200,000
4 Other increases (itemize):	0	9 Balance at end of year. Subtract line 8 from line 5	1,590,582
5 Add lines 1 through 4	1,790,582		

Form **1125-A**

(Rev. October 2016)

Department of the Treasury
Internal Revenue Service**Cost of Goods Sold**

OMB No. 1545-0123

► **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**
 ► **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

Name National Merchandising Services LLC		Employer identification number 46-1166660	
1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	2,401,016
6	Total. Add lines 1 through 5	6	2,401,016
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	2,401,016

9 a Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation.) ► _____

b Check if there was a writedown of subnormal goods ► ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ► ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory
computed under LIFO **9d** _____

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions . . . ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If
"Yes," attach explanation ☐ Yes ☒ No

**SCHEDULE B-1
(Form 1065)**(Rev. September 2017)
Department of the Treasury
Internal Revenue Service**Information on Partners Owning 50% or
More of the Partnership**▶ **Attach to Form 1065.**▶ **Go to www.irs.gov/Form1065 for the latest information.**

OMB No. 1545-0123

Name of partnership

National Merchandising Services LLC

Employer identification number (EIN)

46-1166660

Part I **Entities Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 3a)

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
NMS Holdings Inc	46-3300755	Corporation	United States	51.000%

Part II **Individuals or Estates Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 3b)

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 9-2017)

HTA

651117

☐ Final K-1☐ Amended K-1

OMB No. 1545-0123

**Schedule K-1
(Form 1065)****2017**Department of the Treasury
Internal Revenue Service

For calendar year 2017, or tax year

beginning ending **Partner's Share of Income, Deductions,
Credits, etc.**

▶ See back of form and separate instructions.

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	15	Credits
	105,123		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
		A	-25
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C	9
		19	Distributions
12	Section 179 deduction	A	102,000
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

For IRS Use Only

Part I Information About the Partnership

A Partnership's employer identification number
46-1166660

B Partnership's name, address, city, state, and ZIP code
National Merchandising Services LLC
350 Stonewall Avenue West
Fayetteville, GA 30214

C IRS Center where partnership filed return
e-file

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number Partner: 1
46-3300755

F Partner's name, address, city, state, and ZIP code
NMS Holdings Inc
333 Westchester Avenue
White Plains, NY 10604

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I1 What type of entity is this partner? Corporation

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	51.000000%	51.000000%
Loss	51.000000%	51.000000%
Capital	51.000000%	51.000000%

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing . . . \$ _____

Recourse \$ 10,567

L Partner's capital account analysis:

Beginning capital account \$ 808,083

Capital contributed during the year . . . \$ _____

Current year increase (decrease) . . . \$ 105,114

Withdrawals & distributions \$ (102,000)

Ending capital account \$ 811,197

☒ Tax basis ☐ GAAP ☐ Section 704(b) book

☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?

☐ Yes ☒ No

If "Yes," attach statement (see instructions)

NMS Holdings Inc

46-3300755

K-1 Statement (Sch K-1, Form 1065)

Line 17 - AMT Items

A Code A - Post-1986 depreciation adjustment **A** -25

Line 18 - Tax-Exempt Income and Nondeductible Expenses

C Code C - Nondeductible expenses **C** 9

Line 19 - Distributions

A Code A - Cash and marketable securities **A** 102,000

Dispositions of Property with Section 179 Deductions

National Merchandising Services LLC

46-1166660

This report now shows the dispositions of Section 179 property for each partner.

NMS Holdings Inc

46-3300755

Description of property	Date Acquired	Date Sold	Gross Sales Price	Expense of Sale	Cost or Other Basis	Depreciation excl. Sec 179	Section 179 Expense	AMT Deprec excl. Sec 179	Current Year Gain (Loss)
----------------------------	------------------	--------------	----------------------	--------------------	------------------------	-------------------------------	------------------------	-----------------------------	-----------------------------

Additional information

Type of disposition:

Tax Year Section 179 Taken: 2017

Type of Property:

Current Year Net Gain (Loss)	0
Current Year State Net Gain (Loss)	0

651117

☐ Final K-1☐ Amended K-1

OMB No. 1545-0123

**Schedule K-1
(Form 1065)****2017**Department of the Treasury
Internal Revenue Service

For calendar year 2017, or tax year

beginning ending **Partner's Share of Income, Deductions,
Credits, etc.**

▶ See back of form and separate instructions.

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	15	Credits
	101,000		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
		A	-24
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C	8
		19	Distributions
12	Section 179 deduction	A	98,000
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

For IRS Use Only

Part I Information About the Partnership

A Partnership's employer identification number
46-1166660

B Partnership's name, address, city, state, and ZIP code
National Merchandising Services LLC
350 Stonewall Avenue West
Fayetteville, GA 30214

C IRS Center where partnership filed return
e-file

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number Partner: 2
20-4807487

F Partner's name, address, city, state, and ZIP code
National Merchandising of America Inc.
350 Stonewall Avenue West
Fayetteville, GA 30214

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I1 What type of entity is this partner? S Corporation

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	49.000000%	49.000000%
Loss	49.000000%	49.000000%
Capital	49.000000%	49.000000%

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ 10,153

L Partner's capital account analysis:

Beginning capital account \$ 776,393

Capital contributed during the year \$ _____

Current year increase (decrease) \$ 100,992

Withdrawals & distributions \$ (98,000)

Ending capital account \$ 779,385

☒ Tax basis ☐ GAAP ☐ Section 704(b) book

☐ Other (explain) _____

M Did the partner contribute property with a built-in gain or loss?

☐ Yes ☒ No

If "Yes," attach statement (see instructions)

National Merchandising of America Inc.

20-4807487

K-1 Statement (Sch K-1, Form 1065)

Line 17 - AMT Items

A Code A - Post-1986 depreciation adjustment **A** -24

Line 18 - Tax-Exempt Income and Nondeductible Expenses

C Code C - Nondeductible expenses **C** 8

Line 19 - Distributions

A Code A - Cash and marketable securities **A** 98,000

Dispositions of Property with Section 179 Deductions

National Merchandising Services LLC

46-1166660

This report now shows the dispositions of Section 179 property for each partner.

National Merchandising of America Inc.

20-4807487

Description of property	Date Acquired	Date Sold	Gross Sales Price	Expense of Sale	Cost or Other Basis	Depreciation excl. Sec 179	Section 179 Expense	AMT Deprec excl. Sec 179	Current Year Gain (Loss)
----------------------------	------------------	--------------	----------------------	--------------------	------------------------	-------------------------------	------------------------	-----------------------------	-----------------------------

Additional information

Type of disposition:

Tax Year Section 179 Taken: 2017

Type of Property:

Current Year Net Gain (Loss)	0
Current Year State Net Gain (Loss)	0

Form **4562**

Depreciation and Amortization

(Including Information on Listed Property)

OMB No. 1545-0172

2017Attachment
Sequence No. **179**Department of the Treasury
Internal Revenue Service

(99)

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return National Merchandising Services LLC	Business or activity to which this form relates 1065 - Merchandising	Identifying number 46-1166660
--	---	----------------------------------

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	0
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	0
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	0
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562.	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	0
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12	13	0

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17	288
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	288
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2017)

Line 20 (1065) - Other Deductions

1	Travel, Meals and Entertainment		
b	Meals and entertainment, subject to 50% limit	1b	34
d	Less disallowed	1d	17
e	Subtract line d from lines b and c	1e	17
2	Automobile and truck expenses	2	5,205
3	Bank charges	3	2,433
4	Dues and subscriptions	4	18
5	Insurance	5	9,030
6	Janitorial	6	505
7	Legal and professional fees	7	540
8	Organizational expenditures	8	6,405
9	Postage	9	2,791
10	Supplies	10	1,398
11	Telephone	11	5,739
12	Utilities	12	5,379
13	Gifts	13	350
14	Lawn Care	14	182
15	Meetings & Seminars	15	137
16	Outside Services Management Consultant	16	44,238
17	Casualty & Theft (Reimbursement for Damages to Client Property)	17	14,096
18	Total other deductions	18	98,463

Line 19, Sch K (1065) - Distributions

A	Code A - Distributions of cash and marketable securities	Adjusted Basis	Fair Market Value
	Distributions of cash		200,000
	Total distributions of cash and marketable securities	A	200,000

Line 6, Sch L (1065) - Other Current Assets

		Beginning	Ending
1	Employee Loans	1	2,815
2	Payroll Tax Overpayment	2	9,500
3	Bank Error Refund Due	3	2,694
4	Total other current assets	4	15,009
			18,922

Line 13, Sch L (1065) - Other Assets

		Beginning	Ending
1	Deposits	1	12,200
2	Total other assets	2	12,200
			2,200

Line 5 (1125-A) - Other Costs for Cost of Goods Sold

1	Travel, Meals and Entertainment		
a	Travel	1a	379,242
2	Salesperson wages and commissions	2	24,669
3	Indirect labor	3	1,740,480
4	Scheduling Costs	4	2,427
5	Equipment On Site Forklift Rental	5	201,817
6	Insurance Direct to Job Cost	6	52,381
7	Total other costs	7	2,401,016
8	Total other costs less expenses for offsetting credits	8	2,401,016

Line 9 (1065) - Salaries and Wages

1	Salaries	1	<u>125,000</u>	
2	Wages	2	<u>127,409</u>	
3		3		
4	Total salaries and wages	4		<u>252,409</u>
	Salaries and wages reported elsewhere on return:			
5	Amounts included in Cost of Goods Sold	5	<u>24,669</u>	
6	Elective contributions to a section 401(k) cash or deferred arrangement, or amounts contributed under a salary reductions SEP agreement or a SIMPLE IRA plan	6		
7	Total salaries and wages reported elsewhere on return	7		<u>24,669</u>
	Less employment credits:			
8	From Form 5884 - Work Opportunity Credit	8	<u>0</u>	
9	From Form 8844 - Empowerment Zone Employment Credit	9		
10	From Form 8845 - Indian Employment Credit	10	<u>0</u>	
11		11		
12		12		
13		13		
14	Total employment credits	14		<u>0</u>
15	Reduction of expenses for offsetting credits	15		
16	Total salaries and wages less employment credits and expense reductions	16		<u>227,740</u>

Line 14 (1065) - Taxes and Licenses

1	Payroll tax	1	<u>19,217</u>	
2	Sub Total	2	<u>19,217</u>	
3	Licenses	3	<u>2,834</u>	
4	Total taxes and licenses	4		<u>22,051</u>

Line 18c, Sch K (1065) - Nondeductible Expenses

C	Code C - Nondeductible expenses			
	Nondeductible portion of meals, travel and entertainment expenses			<u>17</u>
	Total nondeductible expenses	18c		<u>17</u>

Sch L (1065) - Balance Sheets per Books

Assets		Beginning	Ending
1 Cash	1	13,926	576,183
2a Trade notes and accounts receivable	2a	2,287,140	1,197,659
2b Less allowance for bad debts	2b	83,630	183,806
2c Net trade notes and accounts receivable	2c	2,203,510	1,013,853
3 Inventories	3	0	0
4 U.S. government obligations	4		
5 Tax-exempt securities	5		
6 Other current assets	6	15,009	18,922
7a Loans to partners (or persons related to partners)	7a		
7b Mortgage and real estate loans	7b		
8 Other investments	8	0	0
9a Buildings and other depreciable assets	9a	22,676	22,676
9b Less accumulated depreciation	9b	22,244	22,532
9c Net buildings and other depreciable assets	9c	432	144
10a Depletable assets	10a		
10b Less accumulated depletion	10b		
10c Net depletable assets	10c	0	0
11 Land (net of any amortization)	11	0	0
12a Intangible assets (amortizable only)	12a	0	0
12b Less accumulated amortization	12b	0	0
12c Net intangible assets	12c	0	0
13 Other assets	13	12,200	2,200
14 Total assets	14	2,245,077	1,611,302
Liabilities and Capital			
15 Accounts payable	15	102,251	20,720
16 Mortgages, notes, bonds payable in less than 1 year	16		
17 Other current liabilities	17	0	0
18 All nonrecourse loans	18		
19a Loans from partners (or persons related to partners)	19a	558,350	
19b Mortgages, notes, bonds payable in 1 year or more	19b		
20 Other liabilities	20	0	0
21 Partners' capital accounts	21	1,584,476	1,590,582
22 Total liabilities and capital	22	2,245,077	1,611,302
End of year balance sheet out of balance by			0

Fill in this information to identify the case:Debtor name **National Merchandising Services, LLC**United States Bankruptcy Court for the: **DISTRICT OF NEVADA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

8/10/2019

x

Edward S. Burdekin

Signature of individual signing on behalf of debtor

Edward S. Burdekin

Printed name

President & CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **National Merchandising Services, LLC**
 United States Bankruptcy Court for the: **DISTRICT OF NEVADA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
United Rentals PO Box 100711 Atlanta, GA 30384						\$7,577.72
Enterprise Rent-A-Car PO Box 840173 Kansas City, MO 64184			Disputed			\$4,035.72
Department of the Treasury IRS Ogden, UT 84201-0039			Disputed			\$3,200.00
Oklahoma Employment Security Commission PO Box 52003 Oklahoma City, OK 73152-2003			Disputed			\$1,000.00
West Virginia Parkway Authority 3310 Piedmont Rd. Charleston, WV 25306-6633						\$79.75

**United States Bankruptcy Court
District of Nevada**

In re **National Merchandising Services, LLC**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
National Merchandising of America, Inc. 350 Stonewall Ave. W Fayetteville, GA 30214		490	Units
SPAR NMS Holdings, Inc. 333 Westchester Avenue Suite 204 White Plains, NY 10604		510	Units

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President & CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date

8/10/2019

Signature

Edward S. Burdekin
Edward S. Burdekin

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of Nevada**

In re **National Merchandising Services, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President & CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

8/10/2019

Edward S. Burdekin President & CEO

Edward S. Burdekin/President & CEO
Signer/Title

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Brandon Seth Gray
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United States Bankruptcy Court
District of Nevada

In re National Merchandising Services, LLC

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for National Merchandising Services, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

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☐ None [*Check if applicable*]

8/10/2019

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725-777-3000
3549 NV

UNITED STATES BANKRUPTCY COURT
 District of Nevada

In Re

National Merchandising Services, LLC

Debtor(s)

BANKRUPTCY NO.
 CHAPTER NO. **11**

**DECLARATION RE: ELECTRONIC FILING OF PETITION
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

PART I - DECLARATION OF PETITIONER

I [We] Edward S. Burdekin and _____, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

- ☐ If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.
- ☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: 8/10/2019

Signed:

Edward S. Burdekin President & CEO
Edward S. Burdekin/President & CEO
 (Applicant)

PART II - DECLARATION OF ATTORNEY

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: 8/10/2019

Signed:

William M. Noall
William M. Noall
 Attorney for Debtor(s)